

**EXHIBIT A**

**PROPOSED ORDER**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re Chapter 11  
560 Seventh Avenue Owner Primary LLC, Case No. 23-11289-PB  
Debtor.  
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**ORDER APPROVING THE DEBTOR’S MOTION FOR AN ORDER  
PURSUANT TO 11 U.S.C. §§ 105(a) AND 363(b) APPROVING FRANCHISE  
AGREEMENT WITH MARGARITAVILLE HOTELS & RESORTS, LLC**

Upon the motion (the “Motion”)<sup>1</sup> of 560 Seventh Avenue Owner Primary LLC (the “Debtor”), seeking entry of an order, pursuant to sections 105(a) and 363(b) of Title 11 of the United States Code (the “Bankruptcy Code”), approving the Franchise Agreement annexed to the Motion as Exhibit B thereto, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and the relief requested in the Motion being in the best interests of the Debtor, its estate, and creditors; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted to the extent provided herein.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

2. The Debtor's entry into and the terms of the Franchise Agreement, including the payments required to be made to Margaritaville by the Debtor and Reorganized Debtor thereunder, are hereby approved.

3. The Debtor is authorized and directed to pay Margaritaville by no later than the Effective Date the full amount of the Post-Petition Balance, which shall constitute allowed administrative expenses under 11 U.S.C. § 503(b), and which balance as of March 25, 2025 is \$893,636.49 and continues to accrue and increase through the Effective Date.

4. To the extent there is any inconsistency between the terms of the Franchise Agreement, the Motion, and this Order, the terms of this Order shall govern.

Dated: New York, New York  
March \_\_, 2025

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THE HONORABLE PHILIP BENTLEY  
UNITED STATES BANKRUPTCY JUDGE